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Attorneys for Defendants  
 BlackRock Institutional Trust Company, N.A.; BlackRock,  
 Inc.; the BlackRock, Inc. Retirement Committee; the  
 Investment Committee of the Retirement Committee;  
 Catherine Bolz; Chip Castille; Paige Dickow; Daniel A.  
 Dunay; Jeffrey A. Smith; Anne Ackerley; Nancy Everett;  
 Joseph Feliciani, Jr.; Ann Marie Petach; Michael  
 Fredericks; Corin Frost; Daniel Gamba; Kevin Holt; Chris  
 Jones; Philippe Matsumoto; John Perlowski; Andy Phillips;  
 Kurt Schansinger; Tom Skrobe; Amy Engel; Mercer  
 Investment Consulting; Management Development &  
 Compensation Committee of the BlackRock, Inc. Board of  
 Directors; Kathleen Nedl; Marc Comerchero; Joel Davies;  
 John Davis; Milan Lint; and Laraine McKinnon

**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**

Charles Baird and Lauren Slayton, as  
 individuals, and on behalf of all others  
 similarly situated, and on behalf of the  
 BlackRock Retirement Savings Plan,

Plaintiffs,

v.

BlackRock Institutional Trust Company, N.A.,  
*et al.*,

Defendants.

Case No. 17-cv-01892-HSG

**BLACKROCK'S ADMINISTRATIVE  
 MOTION TO FILE UNDER SEAL**

**[Declaration of Jeanne Belanger Filed  
 Concurrently Herewith]**

Defendants BlackRock Institutional Trust Company, N.A. (“BTC”); BlackRock, Inc.; the BlackRock, Inc. Retirement Committee; the Investment Committee of the Retirement Committee; Catherine Bolz; Chip Castille; Paige Dickow; Daniel A. Dunay; Jeffrey A. Smith; Anne Ackerley; Nancy Everett; Joseph Feliciani, Jr.; Ann Marie Petach; Michael Fredericks; Corin Frost; Daniel Gamba; Kevin Holt; Chris Jones; Philippe Matsumoto; John Perlowski; Andy Phillips; Kurt Schansinger; Tom Skrobe; Amy Engel; Management Development & Compensation Committee of the BlackRock, Inc. Board of Directors; Kathleen Nedl; Marc Comerchero; Joel Davies; John Davis; Milan Lint; and Laraine McKinnon (collectively, “BlackRock”) move for leave to file under seal portions of certain Exhibits to the Declaration of Michael J. McCarthy in Support of BlackRock’s Motion to Dismiss Plaintiffs’ Second Amended Class Action Complaint Or, In The Alternative, For Summary Judgment (“McCarthy Declaration”), pursuant to Civil Local Rules 7-11 and 79-5. Specifically, BlackRock moves the Court for leave to file under seal Exhibit I in its entirety and the corresponding portions of BlackRock’s Motion to Dismiss. The Exhibit at issue contains excerpts of a document designated “Confidential” by BlackRock under the Stipulated Protective Order in this case (ECF No. 76). BlackRock submits the Declaration of Jeanne Belanger in Support of this Administrative Motion to File Under Seal.

Therefore, BlackRock seeks leave to file Exhibit I under seal.

Dated: October 22, 2018

O’MELVENY & MYERS LLP

By: /s/ Michael J. McCarthy  
Michael J. McCarthy

Attorneys for BlackRock